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SHEINDLIN, S.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

AIG GLOBAL INVESTMENT CORP.,

Plaintiff,

v.

TYCO INTERNATIONAL GROUP, S.A.,

Defendants.

No. 07cv 3693 (SAS)

ORDER TO SHOW CAUSE
FOR A TEMPORARY
RESTRAINING ORDER AND
PRELIMINARY INJUNCTION

Upon the summons and complaint, with exhibits, dated May 9, 2007, the Declaration of Andrew G. Gordon, sworn to on May 9, 2007, and the exhibits annexed thereto, and the accompanying Memorandum of Law in Support of its Motion for a Temporary Restraining Order and Preliminary Injunction, it is hereby:

ORDERED that Defendant Tyco International Group, S.A. ("Tyco") or its attorneys show cause at a hearing to be held in this Court before the Honorable Shira A. Scheindlin, United States District Judge, in the courtroom of 15c of the United States Courthouse, 500 Pearl Street, New York, New York, on May 14, 2007, at 5:00 p.m., or as soon thereafter as counsel may be heard, why an Order should not be entered pursuant to Rule 65(a) of the Federal Rules of Civil Procedure and the Court's inherent powers:

(a) enjoining and restraining Tyco from taking any further action with respect to Tyco's April 27, 2007 Offer to Purchase and Consent Solicitation Statement, including, without limitation, (i) the consummation of the Tender Offer and all of the transactions related thereto and as described therein, and (ii) the adoption of the Proposed Amendments to the Successor Obligor Clauses in the 1998 and 2003 Indentures; and

(b) awarding plaintiff such other and further relief as the Court deems just and proper.

~~IT IS FURTHER ORDERED that, pending the Court's determination of plaintiff's motion for a preliminary injunction, pursuant to Rule 65(b) of the Federal Rules of Civil Procedure:~~

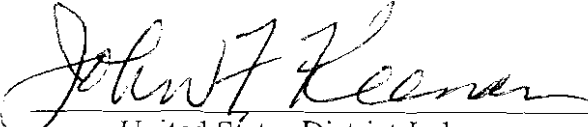
~~Defendant Tyco is temporarily ENJOINED AND RESTRAINED until the hearing and determination of the motion for a preliminary injunction from taking any action with respect to its Offer to Purchase and Consent Solicitation Statement, including without limitation, (i) the consummation of the Tender Offer and all of the transactions related thereto and as described therein, and (ii) the adoption of the Proposed Amendments to the Successor Obligor Clauses in the 1998 and 2003 Indentures.~~

~~Sec 1792 in the amount of \$100,000,000~~ ~~will be posted~~
IT IS FURTHER ORDERED that delivery or transmission of this Order To Show Cause for a Temporary Restraining Order and Preliminary Injunction, together with the summons and complaint, the accompanying memorandum of law and other papers upon which this Order is granted shall be made by federal express and facsimile to Judith A. Reinsdorf, Esq., Tyco International Group, S.A., 9 Roszel Road, Princeton, New Jersey 08540, (609) 720-4226, and Managing Directors, Tyco International Group, S.A., Boulevard Royal, 26, Sixth Floor, L-2449 Luxembourg, (352) 464-3509 on or before May 11, 2007, ^{at 4:45 PM} which shall be deemed good and sufficient service; and

IT IS FURTHER ORDERED that Defendant shall file with the Court and serve its answering papers by federal express and facsimile on Plaintiff's counsel, Gerard E. Harper, Esq. and Andrew G. Gordon, Esq., Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019-6064, on or before

(JFK) ^{New} 12:00 p.m. on May 14, 2007, and that Plaintiff shall file with the Court and serve its reply papers by federal express and facsimile on Defendant's counsel by 5:00 p.m. on May 15, 2007.

Dated: May 10, 2007
New York, New York


United States District Judge
Part I